

Exhibit 2

REASONS FOR SETTLEMENT

This statement accompanies the Stipulated Final Judgement and Order for Civil Penalties, Permanent Injunction, and Other Relief (“Stipulated Order”) executed by defendants Fluent, LLC, RewardZone USA, LLC, Deliver Technology LLC, Search Works Media, LLC, and Ease Wins, LLC in settlement of an action to obtain penalties and equitable relief from Defendants for engaging in acts or practices in violation of Section 5 of the FTC Act, 15 U.S.C. § 45, the Telemarketing Sales Rule, 16 C.F.R. Part 310, and the Controlling the Assault of Non-Solicited Pornography and Marketing Act of 2003, 15 U.S.C. §§ 7701–7713. The settlement imposes robust injunctive relief and a civil penalty in the amount of two million five hundred thousand dollars (\$2,500,000).

Pursuant to Section 5(m)(3) of the FTC Act, as amended, 15 U.S.C. § 45(m)(3), the Commission hereby sets forth its reasons for settlement by entry of the Stipulated Order:

On the basis of the allegations contained in the attached complaint and the factors set forth in Section 5(m)(1)(C) of the FTC Act, as amended, 15 U.S.C. § 45(m)(1)(C), the Commission believes that the payment of a \$2,500,000 civil penalty by Defendants constitutes an appropriate amount. The civil penalty and provisions enjoining Defendants from engaging in unfair and deceptive practices constitute effective means to assure Defendants’ future compliance and deter others who might violate these laws. Additionally, with the entry of such a Stipulated Order, the time and expense of litigation will be avoided.

For the foregoing reasons, the Commission believes that the settlement by entry of the attached Stipulated Order with Defendants is justified and well within the public interest.